

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ~~ARNOLD WILLIAMS~~ ^{ARNOLD WILLIAMS}, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

SOUTHERN IDAHO MICROWAVE, INC.,

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Eighth** day of **August** 19**66**, original articles of amendment, as provided by Section^s 30-146, 30-147, 30-151 and 30-152, Idaho Code, merging **IDAHO MICROWAVE, INC.,** with and into **SOUTHERN IDAHO MICROWAVE, INC.,** the latter being the surviving corporation,

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~ ^{will be} recorded on ~~Film~~ ^{Microfilm} No. **Microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **August**, A. D., 19**66**.

Secretary of State

1 Joint Plan of Merger and Agreement of Merger

2 Between

3 Southern Idaho Microwave, Inc.

4 And

5 Idaho Microwave, Inc.

6 With

7 Southern Idaho Microwave, Inc. as

8 Surviving Corporation

9 WHEREAS, Southern Idaho Microwave, Inc., hereinafter termed
10 Southern Idaho or the surviving corporation, is an Idaho corporation with its
11 principal place of business at Twin Falls, Idaho; and

12 WHEREAS, Southern Idaho has authorized capital stock consisting
13 of 1,000 shares of common stock, par value of \$100.00 per share, of which
14 100 shares are outstanding; and

15 WHEREAS, Idaho Microwave, Inc., hereinafter termed Idaho
16 Microwave, is an Idaho corporation with its principal place of business at
17 Twin Falls, Idaho; and

18 WHEREAS, Idaho Microwave has authorized capital stock of
19 1,000 shares of capital stock, par value \$100.00 per share, of which 275
20 shares are outstanding and are owned legally by Southern Idaho and the
21 consent of the beneficial owner for the cancellation of the same can be
22 obtained; and

23 WHEREAS, It is desirable for the benefit of both parties and
24 their stockholders that the properties, businesses, assets, and liabilities of
25 both parties be combined into one surviving corporation which shall be
26 Southern Idaho Microwave, Inc.,

27 NOW, THEREFORE, In consideration of the premises and the
28 mutual agreements herein contained, the parties hereto in accordance with
29 the applicable provisions of the laws of the State of Idaho do hereby agree
30 as follows:
31
32

1 1. Idaho Microwave shall and hereby is merged with and into
2 Southern Idaho and Southern Idaho does hereby merge Idaho Microwave with
3 and into itself. On and after the 30th day of June, 1966:

4 (a) Southern Idaho shall be the surviving corporation,
5 and shall continue to exist as a domestic corporation under the
6 laws of the State of Idaho, with all of the rights and obligations
7 of such surviving domestic corporation as are provided by the
8 general business corporation laws of Idaho;

9 (b) Idaho Microwave shall cease to exist and its property
10 shall become the property of Southern Idaho as the surviving
11 Corporation.

12 2. The Articles of Incorporation and By-Laws of Southern
13 Idaho shall continue as the Articles of Incorporation and By-Laws of the
14 surviving corporation.

15 3. The directors of Southern Idaho shall be the directors of
16 the surviving corporation until their successors are duly elected and qualified
17 under the By-Laws of the surviving corporation.

18 4. Each share of common stock of Southern Idaho outstanding on
19 the effective date of the merger shall thereupon, without further action,
20 become one share of common stock of the surviving corporation, without the
21 issuance or exchange of new shares or share certificates.

22 5. All shares of authorized and outstanding capital stock of
23 Idaho Microwave, such stock being owned in its entirety by Southern Idaho,
24 and all rights in respect thereof, shall be cancelled forthwith and the
25 certificates representing such shares shall be surrendered and cancelled.

26 6. This agreement and plan of merger has been submitted to
27 the stockholders of Southern Idaho and of Idaho Microwave for approval as
28 required by the laws of the State of Idaho. The proper officers of each
29 corporation shall, and are hereby authorized and directed, to perform all
30 such further acts and execute and deliver to the proper authorities for filing,
31

1 all documents, as the same may be necessary or proper to carry out the
2 merger expressed by this plan and agreement.

3 IN WITNESS WHEREOF, Southern Idaho Microwave, Inc. and
4 Idaho Microwave, Inc. have caused this agreement to be executed in their
5 corporate name by their respective officers and also by majorities of their
6 Board of Directors on the 30th day of June, 1966, pursuant to authorization
7 by their stockholders.

8 SOUTHERN IDAHO MICROWAVE, INC.

9 By Shm. Macart
10 President

11 ATTEST:

12 Ter. Hoyer
13 Secretary

14 Shm. Macart
15 Director

16 Ter. Hoyer
17 Director

18 M. Luning
19 Director

20 (A majority of its Board of Directors)

21 IDAHO MICROWAVE, INC.

22 By Shm. Macart
23 President

24 ATTEST:

25 Ter. Hoyer
26 Secretary

27 Shm. Macart
28 Director

29 Ter. Hoyer
30 Director

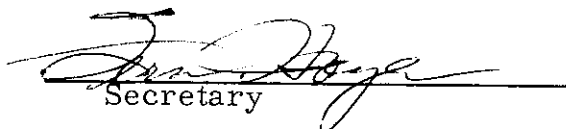
31 M. Luning
32 Director

(A majority of its Board of Directors)

CERTIFICATE

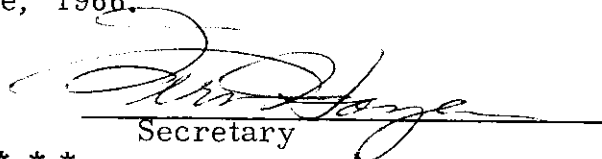
I, FERN HAYES, do hereby certify that I am the Secretary of Idaho Microwave, Inc., and that on the 30th day of June, 1966, a meeting of the sole shareholder of said corporation was duly held pursuant to written waiver of notice given by said sole shareholder and that at such meeting the foregoing Joint Plan of Merger and Agreement of Merger between Southern Idaho Microwave, Inc., and Idaho Microwave, Inc., with Southern Idaho Microwave, Inc., as Surviving Corporation was approved by the vote of the sole shareholder of this corporation voting in favor of said merger.

DATED this 30th day of June, 1966.


Secretary

I, FERN HAYES, do hereby certify that I am the Secretary of Southern Idaho Microwave, Inc., and that on the 30th day of June, 1966, a meeting of the sole shareholder of said corporation was duly held pursuant to written waiver of notice given by said sole shareholder and that at such meeting the foregoing Joint Plan of Merger and Agreement of Merger between Southern Idaho Microwave, Inc., and Idaho Microwave, Inc., with Southern Idaho Microwave, Inc., as Surviving Corporation was approved by the vote of the sole shareholder of this corporation voting in favor of said merger.

DATED this 30th day of June, 1966.


Secretary

* * * * *

IN WITNESS WHEREOF, the President and Secretary of Southern Idaho Microwave, Inc., and Idaho Microwave, Inc., have executed this Certificate and declare the Joint Plan of Merger and Agreement of Merger between Southern Idaho Microwave, Inc., and Idaho Microwave, Inc., with Southern Idaho Microwave, Inc., as Surviving Corporation to be effective this 30th day of June, 1966.

IDAHO MICROWAVE, INC.

By 

ATTEST:


Secretary.

SOUTHERN IDAHO MICROWAVE, INC.

By Sheldon F. Sackett
President

ATTEST:

Maude W. Nash
Secretary.

STATE OF CALIFORNIA)
City of San Francisco) ss.

On this 30th day of June, 1966, before me the undersigned, a Notary Public in and for said County and State, personally appeared SHELDON F. SACKETT, known to me to be the President of Idaho Microwave, Inc., the corporation that executed the within instruments and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Maude W. Nash Maude W. Nash
Notary Public for California
Residing at San Francisco, California.
My Commission expires October 14, 1966

STATE OF CALIFORNIA)
City of San Francisco) ss.

On this 30th day of June, 1966, before me, the undersigned, a Notary Public in and for said County and State, personally appeared SHELDON F. SACKETT, known to me to be the President of Southern Idaho Microwave, Inc., the corporation that executed the within instruments, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Maude W. Nash Maude W. Nash
Notary Public for California
Residing at San Francisco, California.
My Commission expires October 14, 1966